

Matthew D. Parrott (MDP-4623)
 KATTEN MUCHIN ROSENMAN LLP
 575 Madison Avenue
 New York, NY 10022
 (212) 940-8800

Attorneys for Defendants
Jay Sugarman, Jay S. Nydick, Catherine D. Rice,
Glenn R. August, Robert W. Holman, Jr., Robin Josephs,
John G. McDonald, George R. Puskar, Jeffrey A. Weber,
 and *Carter McClelland*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

----- X
 LEE ARNOLD, Derivatively on Behalf of
 ISTAR FINANCIAL INC.,

Plaintiff,

vs.

JAY SUGARMAN, JAY S. NYDICK, CATHERINE D.
 RICE, GLENN R. AUGUST, ROBERT W. HOLMAN,
 JR., ROBIN JOSEPHS, JOHN G. MCDONALD,
 GEORGE R. PUSKAR, JEFFREY A. WEBER and
 CARTER MCCLELLAND,

Defendants,

-and-

ISTAR FINANCIAL INC., a Maryland corporation,

Nominal Defendant.
 ----- X

) Case No. 1:08-cv-03664-RWS

) ECF Case

) **NOTICE OF MOTION TO**
) **ADMIT THERESA L. DAVIS**
) **PRO HAC VICE**

PLEASE TAKE NOTICE that, upon the attached Affidavit of Matthew D. Parrott, dated June 13, 2008 and the exhibits attached thereto, and upon all prior pleadings and proceedings had herein, defendants Jay Sugarman, Jay S. Nydick, Catherine D. Rice, Glenn R. August, Robert W. Holman, Jr., Robin Josephs, John G. McDonald, George R. Puskar, Jeffrey A. Weber, and Carter McClelland will move this Court before the Honorable Robert W. Sweet, at the United States Courthouse, 500 Pearl St., New York, New York, for an Order pursuant to Rule 1.3(c) of the Local Civil Rules of this Court, allowing the admission *pro hac vice* of

JUN 16 2008

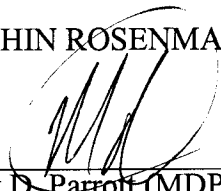
JUN 16 2008

Ms. Theresa L. Davis
KATTEN MUCHIN ROSENMAN LLP
525 West Monroe Street, Suite 1900
Chicago, Illinois 60661
Tel: (312) 902-5206
Fax: (312) 577-4725
theresa.davis@kattenlaw.com

Theresa L. Davis is a partner of the law firm of Katten Muchin Rosenman LLP and a member in good standing of the Bar of the State of Illinois; the United States Court of Appeals for the Sixth, Seventh and Eighth Circuits; and the United States District Courts for the Northern and Central Districts of Illinois. There is no pending disciplinary proceeding against Ms. Davis in any State or Federal Court.

Dated: New York, New York
June 13, 2008

KATTEN MUCHIN ROSENMAN, LLP

By: 
Matthew D. Parrott (MDP-4623)

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*Attorneys for Defendants Jay Sugarman, Jay
S. Nydick, Catherine D. Rice, Glenn R.
August, Robert W. Holman, Jr., Robin
Josephs, John G. McDonald, George R.
Puskar, Jeffrey A. Weber, and Carter
McClelland*

Served on:

Thomas G. Amon
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 and *Carter McClelland*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

----- X	
LEE ARNOLD, Derivatively on Behalf of) Case No. 1:08-cv-03664-RWS
ISTAR FINANCIAL INC.,)
) ECF Case
Plaintiff,)
) AFFIDAVIT OF MATTHEW
vs.) D. PARROTT IN SUPPORT
) OF ADMISSION OF
JAY SUGARMAN, JAY S. NYDICK, CATHERINE D.) THERESA L. DAVIS <i>PRO</i>
RICE, GLENN R. AUGUST, ROBERT W. HOLMAN,) <i>HAC VICE</i>
JR., ROBIN JOSEPHS, JOHN G. MCDONALD,)
GEORGE R. PUSKAR, JEFFREY A. WEBER and)
CARTER MCCLELLAND,)
)
Defendants,)
)
-and-)
)
ISTAR FINANCIAL INC., a Maryland corporation,)
)
Nominal Defendant.)
)
----- X	
STATE OF NEW YORK)	
)	ss:
COUNTY OF NEW YORK)	

MATTHEW D. PARROTT, being duly sworn, hereby deposes and says:

1. I am a partner of the law firm Katten Muchin Rosenman LLP, counsel for Individual Defendants Jay Sugarman, Jay S. Nydick, Catherine D. Rice, Glenn R. August, Robert W. Holman, Jr., Robin Josephs, John G. McDonald, George R. Puskar, Jeffrey A. Weber and Carter McClelland (collectively, the "Individual Defendants") in the above-captioned action. I am familiar with the proceedings in this case. I submit this affidavit in support of the

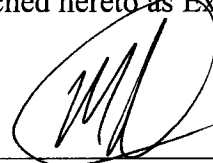
Individual Defendants' motion, pursuant to Rule 1.3(c) of the Local Rules of this Court, for admission of Theresa L. Davis to the Bar of this Court *pro hac vice*.

2. I am a member in good standing of the Bar of the State of New York, and was admitted to practice law on June 25, 1997. I also am admitted to the Bar of the United States District Court for the Southern and Eastern Districts of New York and the Courts of Appeals for the Second and Sixth Circuits. I am in good standing with this Court.

3. Ms. Davis is a partner of Katten Muchin Rosenman LLP, which has offices at 525 West Monroe Street, Suite 1900, Chicago, Illinois 60661. I believe that she is of, and will act with, the highest integrity. Ms. Davis is a member in good standing of the Bar of the State of Illinois; the United States Court of Appeals for the Sixth, Seventh and Eighth Circuits; and the United States District Courts for the Northern and Central Districts of Illinois.

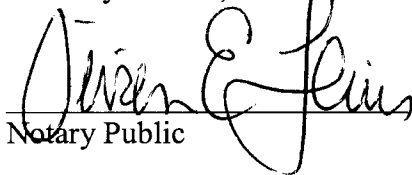
4. Attached hereto as Exhibit "A" is an affidavit from Ms. Davis and a Certificate from the State Bar of the State of Illinois reflecting that Ms Davis is an active member in good standing of that Bar.

5. Accordingly, I respectfully request that this Court enter an order admitting Theresa L. Davis *pro hac vice* to the Bar of this Court. Attached hereto as Exhibit "B" is a proposed Order.



Matthew D. Parrott

Sworn to before me this
13th day of June, 2008


Notary Public

VIVIEN E. LEWIS
NOTARY PUBLIC, State of New York
No. 01LE048604
Qualified in New York County
Commission Expires September 25, 2010

Matthew D. Parrott (MDP-4623)
 KATTEN MUCHIN ROSENMAN LLP
 575 Madison Avenue
 New York, NY 10022
 (212) 940-8800

Attorneys for Defendants
Jay Sugarman, Jay S. Nydick, Catherine D. Rice,
Glenn R. August, Robert W. Holman, Jr., Robin Josephs,
John G. McDonald, George R. Puskar, Jeffrey A. Weber,
 and *Carter McClelland*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

----- X
 LEE ARNOLD, Derivatively on Behalf of
 ISTAR FINANCIAL INC.,

Plaintiff,

vs.

JAY SUGARMAN, JAY S. NYDICK, CATHERINE D.
 RICE, GLENN R. AUGUST, ROBERT W. HOLMAN,
 JR., ROBIN JOSEPHS, JOHN G. MCDONALD,
 GEORGE R. PUSKAR, JEFFREY A. WEBER and
 CARTER MCCLELLAND,

Defendants,

-and-

ISTAR FINANCIAL INC., a Maryland corporation,

Nominal Defendant.

----- X

) Case No. 1:08-cv-03664-RWS

) ECF Case

) **AFFIDAVIT OF THERESA L.**
) **DAVIS IN SUPPORT OF**
) **ADMISSION *PRO HAC VICE***

STATE OF ILLINOIS)

) ss:

COUNTY OF COOK)

THERESA L. DAVIS, being duly sworn, deposes and says:

1. I submit this affidavit in support of the motion that I be permitted to appear *pro hac vice* in this case.

2. I am a partner of the law firm Katten Muchin Rosenman LLP, counsel for Individual Defendants Jay Sugarman, Jay S. Nydick, Catherine D. Rice, Glenn R. August,

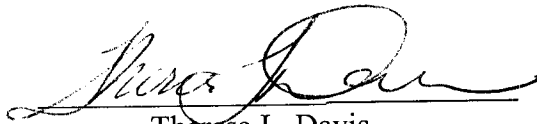
Robert W. Holman, Jr., Robin Josephs, John G. McDonald, George R. Puskar, Jeffrey A. Weber and Carter McClelland in the above-captioned action.

3. I am a member in good standing of the Bar of the State of Illinois; the United States Court of Appeals for the Sixth, Seventh and Eighth Circuits; and the United States District Courts for the Northern and Central Districts of Illinois.

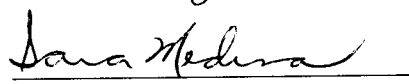
4. Attached hereto as Exhibit "1" is a Certificate from the State Bar of the State of Illinois reflecting that I am an active member in good standing of that Bar.

5. There are no disciplinary proceedings pending against me in any jurisdiction nor have I ever been the subject of any disciplinary hearing.

6. I am familiar with the Federal Rules of Civil Procedure and the Local Rules of the United States District Court for the Southern District of New York and am willing and able to comply with each of the Rules


Theresa L. Davis

Sworn to before me this
19th day of June, 2008


Notary Public



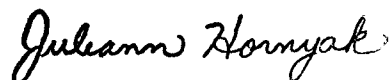
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Theresa Lynn Davis

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 10, 1994 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Monday, May 19, 2008.



Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
LEE ARNOLD, Derivatively on Behalf of
ISTAR FINANCIAL INC.,

Plaintiff,

vs.

JAY SUGARMAN, JAY S. NYDICK, CATHERINE D.
RICE, GLENN R. AUGUST, ROBERT W. HOLMAN,
JR., ROBIN JOSEPHS, JOHN G. MCDONALD,
GEORGE R. PUSKAR, JEFFREY A. WEBER and
CARTER MCCLELLAND,

Defendants,

-and-

ISTAR FINANCIAL INC., a Maryland corporation,

Nominal Defendant.
-----X

) Case No. 1:08-cv-03664-RWS

) ECF Case

) **ORDER**

Upon motion of Matthew D. Parrott of Katten Muchin Rosenman LLP, attorneys for Individual Defendants Jay Sugarman, Jay S. Nydick, Catherine D. Rice, Glenn R. August, Robert W. Holman, Jr., Robin Josephs, John G. McDonald, George R. Puskar, Jeffrey A. Weber and Carter McClelland, and said sponsor's affidavit in support;

IT IS HEREBY ORDERED that

Theresa L. Davis
KATTEN MUCHIN ROSENMAN LLP
525 West Monroe Street, Suite 1900
Chicago, Illinois 60661
Tel: (312) 902-5206
Fax: (312) 577-4725
theresa.davis@kattenlaw.com

is admitted, *pro hac vice*, as counsel for Individual Defendants Jay Sugarman, Jay S. Nydick, Catherine D. Rice, Glenn R. August, Robert W. Holman, Jr., Robin Josephs, John G. McDonald, George R. Puskar, Jeffrey A. Weber and Carter McClelland in the above-captioned case in the

United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including rules governing discipline of attorneys. As this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: New York, New York

_____, 2008

Hon. Robert W. Sweet, U.S.D.J.

STATE OF NEW YORK)
 : ss.: AFFIDAVIT OF SERVICE BY MAIL
COUNTY OF NEW YORK)

JULIAN SANTOS, being duly sworn, deposes and says:

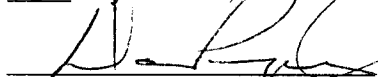
1. I am not a party to this action, am over 18 years of age, and am employed by the firm of Katten Muchin Rosenman LLP.

2. On the 13th day of June, 2008, I served the annexed **NOTICE OF MOTION TO ADMIT *PRO HAC VICE*** in this action, upon the following at the addresses indicated, by depositing a true copy thereof, enclosed in properly addressed postpaid wrappers marked first class mail, in an official depository of the United States Postal Service within the State of New York:

Thomas G. Amon
Law Offices of Thomas G. Amon
250 West 57th Street, Suite 1316
New York, NY 10107

Brian J. Robbins
Robbins Umeda & Fink, LLP
610 West Ash Street, Suite 1800
San Diego, CA 92101

Sworn to before me this
13th day of June, 2008


Notary Public

DARIEN PEREYRA
NOTARY PUBLIC, State of New York
No. 01PE6175245
Qualified in New York County
Commission Expires October 09, 2011


JULIAN SANTOS